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Katherine Stadler (*Pro Hac Vice*)

*Attorneys for the Fee Committee*

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
LEHMAN BROTHERS HOLDINGS, INC. <i>et al.</i> ,	:	Case No. 08-13555 (JMP)
	:	
Debtors.	:	(Jointly Administered)
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**STIPULATION BETWEEN MCKENNA LONG & ALDRIDGE LLP  
AND THE FEE COMMITTEE REGARDING THE  
SIXTH INTERIM APPLICATION OF MCKENNA LONG & ALDRIDGE LLP,  
SPECIAL COUNSEL TO THE DEBTORS, FOR COMPENSATION AND  
EXPENSES FOR THE PERIOD JUNE 1, 2010 THROUGH SEPTEMBER 30, 2010**

**TO: THE HONORABLE JAMES M. PECK  
U.S. BANKRUPTCY JUDGE**

WHEREAS, on December 10, 2010, McKenna Long & Aldridge LLP (“McKenna Long”) filed the *Sixth Application of McKenna Long & Aldridge LLP for Allowance of Interim Compensation and Reimbursement of Expenses* (the “Sixth Fee Application”) [Docket No. 13449] seeking interim fees in the amount of \$460,318.50 for professional services rendered and reimbursement of out-of-pocket expenses in the amount of \$25,608.10;

WHEREAS, McKenna Long has received from the Debtors 80 percent of the amounts invoiced to the Debtors for professional services rendered and 100 percent of the amounts invoiced for expenses;

WHEREAS, pursuant to the *Order Appointing Fee Committee and Approving Fee Protocol* [Docket No. 3651], and consistent with the procedures set forth in the *Amended Fee Protocol* attached as Exhibit A to *Order Amending the Fee Protocol* [Docket No. 15998], counsel for the Fee Committee in Lehman Brothers Holdings, Inc. (the “Fee Committee”) has reviewed the Sixth Fee Application, issued a Confidential Letter Report on April 14, 2011, and entered into a dialogue with McKenna Long regarding this application;

WHEREAS, as a result of this dialogue, McKenna Long has agreed to accept the Fee Committee’s proposed disallowance of fees in the amount of \$15,000.00 for professional services rendered and a \$318.39 disallowance for reimbursement of out-of-pocket expenses; and

WHEREAS, notwithstanding this Stipulation, the Sixth Fee Application remains subject to notice, an opportunity for a hearing, and Court approval under Rule 2016 of the Federal Rules of Bankruptcy Procedure and 11 U.S.C. §§ 330, 331.

#### **STIPULATION**

NOW, THEREFORE, the Fee Committee and McKenna Long & Aldridge LLP hereby stipulate and agree that the Court may enter an order (to be submitted subsequently) approving McKenna Long’s request for interim compensation and reimbursement of expenses in the reduced amount of \$445,318.50 in fees and \$25,289.71 in expenses.

Dated: Madison, Wisconsin  
August 1, 2011

GODFREY & KAHN, S.C.

By: /s/ Katherine Stadler  
Katherine Stadler  
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*Attorneys for Fee Committee*

Dated: New York, New York  
July 28, 2011

MCKENNA LONG & ALDRIDGE LLP

By: /s/ Christopher F. Graham  
Christopher F. Graham  
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Dated: Atlanta, Georgia  
July 28, 2011

By: /s/ Charles D. Weiss  
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